

5/25/2016

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## FLORIDA PROFIT/NON PROFIT CORPORATION

JAMES STREET COTTAGES HOMEOWNERS' ASSOCIATION,  
INC.

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**ARTICLES OF INCORPORATION  
OF  
JAMES STREET COTTAGES HOMEOWNERS' ASSOCIATION, INC.**

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned, being a resident of the State of Florida and of full age, hereby forms a corporation not-for-profit in accordance with the laws of the State of Florida, and certifies as follows:

**ARTICLE I - NAME**

The name of this corporation is JAMES STREET COTTAGES HOMEOWNERS' ASSOCIATION, INC. (hereinafter called the "Association").

**ARTICLE II - PRINCIPAL OFFICE**

The initial principal office of the Association shall be located at 1722 HICKORY GATE DRIVE SOUTH, DUNEDIN, FLORIDA 34698, which office may be changed from time to time by action of the Association's Board of Directors.

**ARTICLE III - REGISTERED OFFICE AND AGENT**

The name and street address of the initial registered agent and office of the Association shall be CHARLES S. GAMBLE located at 1722 HICKORY GATE DRIVE SOUTH, DUNEDIN, FLORIDA 34698.

**ARTICLE IV - PURPOSE AND POWERS OF THE ASSOCIATION**

The Association does not contemplate pecuniary gain or profit to its members. The specific purposes for which the Association is formed are to provide for maintenance, preservation, and architectural control of the Lots and Common Area within the Property described in that certain Declaration of Covenants, Conditions and Restrictions for James Street Cottages (hereinafter called the "Declaration") applicable to the Property and recorded or to be recorded in the Public Records of Pinellas County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length, and to promote the health, safety and welfare of the residents within the Property and any additions thereto as may hereafter be brought within the jurisdiction of the Association. In furtherance of these purposes, the Association is empowered to:

- A. exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration;
- B. enforce the provisions of the Declaration in its name;
- C. fix, levy, collect and enforce payment of by any lawful means, all charges or assessments pursuant to the terms of the Declaration, and to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the

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Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

- A. acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;
- B. borrow money, and with the assent of a majority of each class of members, mortgage, pledge, hypothecate, assign, grant security interests in or otherwise transfer any or all of its real or personal property as security for money borrowed, debts incurred, or any of its other obligations;
- C. dedicate, sell or transfer all or any part of the Common Area or its other property to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members; no such dedication or transfer shall be effective unless an instrument of dedication or transfer has been signed by a majority of each class of members, with the formalities from time to time required for a deed under the laws of the State of Florida;
- D. participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of a majority of each class of members;
- E. from time to time adopt, alter, amend, rescind and enforce reasonable rules and regulations governing the use of the Lots and the Common Area, consistent with the terms of the Declaration and these Articles; and
- F. have and exercise any and all powers, rights and privileges which a corporation not for profit organized under the laws of the State of Florida may now or hereafter have or exercise.

#### **ARTICLE V - MEMBERSHIP AND VOTING RIGHTS**

- A. This Association shall be a membership corporation, without certificates of shares of stock.
- B. Qualification for, and admission to, membership in the Association shall be regulated by the Declaration and the Bylaws of the Association.
- C. The share of an owner or a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance of such owner's or member's Lot, Unit, or Parcel.
- D. Voting rights in the voting members shall be established and regulated by the Declaration of Covenants, Conditions and Restrictions and the Bylaws of the Association.

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**ARTICLE VI - BOARD OF DIRECTORS**

The affairs of this Association shall be managed by a Board of Directors which shall consist of not less than three (3) nor more than five (5) directors. Directors shall be members as defined in the Declaration. The names and addresses of the persons who are to act in the capacity of directors until their successors are elected and qualified, unless they sooner shall die, resign or be removed, are:

NAME	ADDRESS
CHARLES S. GAMBLE	1722 Hickory Gate Drive South Dunedin, FL 34698
GAIL F. GAMBLE	1722 Hickory Gate Drive South Dunedin, FL 34698
SARA GAMBLE	1722 Hickory Gate Drive South Dunedin, FL 34698

The initial Board of Directors herein designated shall serve until the first annual Membership meeting thereafter, at which time the voting members shall elect an individual to represent each voting member on the Board. Directors elected at the first such annual Membership meeting and thereafter shall serve for a period of one year, and until their successors have been duly elected and qualified. Each voting member shall have one of its members on the Board.

**ARTICLE VII - OFFICERS**

The Association shall be administered by a president, vice president, secretary and treasurer, and such other officers as may be designated in the Bylaws, and shall be elected at the time and in the manner prescribed in the Bylaws. Officers need not be members of the Association. The names and addresses of the initial officers who shall serve until their successors are designated by the Board of Directors are as follows:

NAME	OFFICE	ADDRESS
CHARLES S. GAMBLE	President/Treasurer	1722 Hickory Gate Dr South Dunedin, FL 34698
GAIL F. GAMBLE	Vice-President/Secretary	1722 Hickory Gate Dr South Dunedin, FL 34698

**ARTICLE VIII - SUBSCRIBER**

The name and address of the subscriber to these Articles of Incorporation is as follows:

Charles S. Gamble, 1722 Hickory Gate Drive South, Dunedin, FL 34698

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### ARTICLE IX - DISSOLUTION

This Association shall exist in perpetuity. Provided, however, this Association may be dissolved with the assent given in writing and signed by members entitled to cast not less than three-quarters (3/4) of all of the votes of the voting members of the Association. Upon dissolution of this Association, other than incident to a merger or consolidation, the assets, including the surface water management system (if any), of this Association shall be dedicated to an appropriate public body or agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit organization to be devoted to such similar purposes, but in no event shall such assets inure to the benefit of any member or other private individual.

### ARTICLE X - BYLAWS

The Bylaws of this Association shall be initially adopted by the Board of Directors. Thereafter, the Bylaws may be amended, altered or rescinded in the manner provided by the Bylaws.

### ARTICLE XI - AMENDMENT OF ARTICLES

A. These Articles of Incorporation may be amended, from time to time, as follows:

- (1) Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.
- (2) A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by not less than one-half (1/2) of all of the votes of the voting members of the Association.
- (3) Except as elsewhere provided, an amendment shall be adopted if approved by not less than three-fourths (3/4) of all of the votes of all of the voting members duly qualified to vote of all voting members, regardless of approval of the Board of Directors.

B. No amendment shall make any change in the qualifications for membership nor the voting rights or property rights of members or voting members, without approval in writing by all members and all voting members and the joinder of all record owners of mortgages upon Lots, and all parcels.

C. No amendment shall make any change in the rights of the Declarant as defined in the Declaration of JAMES STREET COTTAGES without the written approval of the Declarant. No amendment shall be made that is in conflict with the Declaration.

D. No amendment shall be effective until a copy of such amendment shall have been certified by the Secretary of State of the State of Florida and thereafter shall have been recorded

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D. No amendment shall be effective until a copy of such amendment shall have been certified by the Secretary of State of the State of Florida and thereafter shall have been recorded in the Public Records of Pinellas County, Florida.

It is intended hereby that when votes are counted the Voting Member shall cast the number of votes it is entitled to cast based upon its allotment of votes representative of the Voting Member's association, as provided in the Declaration and the Bylaws. Therefore when a percentage of votes cast is to be determined, it is the percentage of the representative votes cast rather than the individual voting member. That is to say, assuming there are two voting members and therefore two members of the Board and the first voting member is entitled to cast 100 votes and the second voting member is entitled to cast 150 votes then the percentage of votes cast in favor or not in favor of any business decision shall be based upon the 250 votes cast.


#### ARTICLE XII - INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by the Association to the fullest extent of the law against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed on him in connection with any proceeding or settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a director or officer of the Association, whether or not he is a director or officer at the time such expenses are incurred. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

#### ARTICLE XIII - INTERPRETATION

Express reference is hereby made to the terms, provisions, definitions, and rules of interpretation contained in the Declaration where necessary to interpret, construe, and clarify the provisions of these Articles. In subscribing and filing these Articles, it is the intent of the undersigned that the provisions hereof be consistent with the provisions of the Declaration and, to the extent not prohibited by law, that the provisions of these Articles and of the Declaration be interpreted, construed, and applied so as to avoid inconsistencies or conflicting results.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the subscriber of this Association, has executed these Articles of Incorporation this 19th day of May, 2016.

  
CHARLES S. GAMBLE  
Subscriber

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**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for JAMES STREET COTTAGES HOMEOWNERS' ASSOCIATION, INC., at the place designated in these Articles of Incorporation, I am familiar with and accept the appointment as Registered Agent and agree to comply with the provisions of the laws of the State of Florida.

Dated this ~~19th~~ day of May, 2016.

  
\_\_\_\_\_  
CHARLES S. GAMBLE  
Registered Agent

Registered and Principal Corporation Office:  
1722 Hickory Gate Drive South  
Dunedin, FL 34698

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